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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 13, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease – Rider No. 2

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 27, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29817.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Teck Metals Ltd.
25 Aldridge Avenue
Trail, BC V1R 4L8
Canada

A description of the railroad equipment covered by the enclosed document is for one hundred ten (110) gondola cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(TFC0003)

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ASSGN. NO. TECO003

COMMONWEALTH TRANSPORTATION BOARD

MEMORANDUM OF LEASE – RIDER NO. 2

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of May 27, 2011 by and between ~~the North Carolina~~ First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Teck Metals Ltd. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of May 27, 2011 (the "Agreement"), and Rider No. 2 thereto dated as of May 27, 2011 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: *Susan A. Barrie***LESSEE:**

TECK METALS LTD.

Name: HAROLD TODDTitle: PURCHASING MANAGERSignature: *Harold Todd*

EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred ten (110).

DESCRIPTION OF CARS: Mill gondolas.

CAR NUMBERS:

1	FURX	322029	29	NDYX	321996	57	NDYX	322119	85	NDYX	322239
2	FURX	322051	30	NDYX	321997	58	NDYX	322126	86	NDYX	322242
3	FURX	322087	31	NDYX	321999	59	NDYX	322134	87	NDYX	322243
4	FURX	322218	32	NDYX	322004	60	NDYX	322140	88	NDYX	322246
5	NDYX	320235	33	NDYX	322007	61	NDYX	322146	89	NDYX	322247
6	NDYX	321572	34	NDYX	322010	62	NDYX	322153	90	NDYX	322250
7	NDYX	321593	35	NDYX	322017	63	NDYX	322164	91	NDYX	322251
8	NDYX	321599	36	NDYX	322024	64	NDYX	322171	92	NDYX	322255
9	NDYX	321952	37	NDYX	322031	65	NDYX	322174	93	NDYX	322257
10	NDYX	321954	38	NDYX	322044	66	NDYX	322175	94	NDYX	322258
11	NDYX	321955	39	NDYX	322048	67	NDYX	322176	95	NDYX	322261
12	NDYX	321956	40	NDYX	322049	68	NDYX	322179	96	NDYX	322264
13	NDYX	321957	41	NDYX	322052	69	NDYX	322180	97	NDYX	322268
14	NDYX	321959	42	NDYX	322054	70	NDYX	322186	98	NDYX	322269
15	NDYX	321961	43	NDYX	322055	71	NDYX	322191	99	NDYX	322272
16	NDYX	321962	44	NDYX	322056	72	NDYX	322194	100	NDYX	322276
17	NDYX	321963	45	NDYX	322067	73	NDYX	322195	101	NDYX	322277
18	NDYX	321966	46	NDYX	322069	74	NDYX	322198	102	NDYX	322282
19	NDYX	321967	47	NDYX	322071	75	NDYX	322202	103	NDYX	322283
20	NDYX	321971	48	NDYX	322073	76	NDYX	322204	104	NDYX	322284
21	NDYX	321973	49	NDYX	322075	77	NDYX	322207	105	NDYX	322285
22	NDYX	321976	50	NDYX	322077	78	NDYX	322219	106	NDYX	322286
23	NDYX	321980	51	NDYX	322079	79	NDYX	322225	107	NDYX	322290
24	NDYX	321986	52	NDYX	322080	80	NDYX	322227	108	NDYX	322292
25	NDYX	321989	53	NDYX	322085	81	NDYX	322228	109	NDYX	322296
26	NDYX	321990	54	NDYX	322106	82	NDYX	322235	110	NDYX	322297
27	NDYX	321992	55	NDYX	322114	83	NDYX	322236			
28	NDYX	321993	56	NDYX	322115	84	NDYX	322237			